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LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N W

WASHINGTON, D.C.

20006-2973

(202) 393-2266

REGISTRATION NO 16651-B

DEC 27 1991 11 52 AM

INTERSTATE COMMERCE COMMISSION

OF COUNSEL
URBAN A LESTER

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

Dec 27 11 47 AM '91
MOTOR OPERATING UNIT

16
16651-B

ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

ROBERT W ALVORD*
CHARLES T KAPPLER
JOHN H DOYLE*
JAMES C MARTIN, JR *

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

December 26, 1991

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) copies of an Assignment of Lease dated December 18, 1991, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to a Lease Agreement dated as of November 1, 1989 between GP-38 Partners 89, Lessor and Eureka Southern Railroad Company, Inc., Lessee, which was filed and recorded on December 13, 1989 under Recordation Number 16651-A.

The names and addresses of the parties to the enclosed document are:

Assignor: Chrysler Capital Corporation
225 High Ridge Road
Stamford, Connecticut 06905

Assignee: CC Funding Corporation
225 High Ridge Road
Stamford, Connecticut 06905

A description of the railroad equipment covered by the enclosed document is set forth in Schedule "A" attached hereto.

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Charles T. Kappler

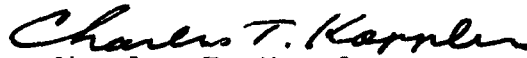
Mr. Sidney L. Strickland, Jr.
December 26, 1991
Page Two

Kindly return two (2) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Assignment of Lease dated December 18, 1991 between Chrysler Capital Corporation, Assignor, and CC Funding Corporation, Assignee, covering 4 Model GP-38 locomotives bearing Euka 30-33.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

SCHEDULE "A"

Equipment description to the Security Agreement Number
101-125007-070 Dated Dec. 11, 1989 and Promissory
Note dated Dec. 11, 1989 By and between Chrysler Capital
Corporation, as Secured Party and GP-38 Partners 89 as Debtor.

Quantity

Description

1. Four (4)

1969 General Motors EMD Model GP-38 with
Model 16-645E normally aspirated engines.

<u>Unit #</u>	<u>Unit Serial #</u>	<u>Prime Mover S/N</u>
Euka 30	34754	69-B2-1100
Euka 31	34755	69-B2-1118
Euka 32	35449	72-D2-1045
Euka 33	35450	70-M2-1108

2. Locomotive Lease Agreement dated November 1, 1989 between
GP-38 Partners 89 and Eureka Southern Railroad Company, Inc.
(the "Lease");

3. The monthly lease payments due under the Lease;

4. Proceeds of the foregoing collateral.

Interstate Commerce Commission
Washington, D.C. 20423

12/27/91

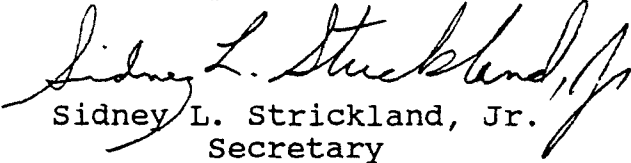
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

Dear
Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/27/91 at 11:55am, and assigned recordation number(s). 17643, 16651-B, 16650-A & 17055-E

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

DEC 27 1991 -11 55 AM

ASSIGNMENT OF LEASE

INTERSTATE COMMERCE COMMISSION

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Chrysler Capital Corporation, a Delaware corporation with a principal place of business at 225 High Ridge Road, Stamford, CT 06905 ("Chrysler") hereby sells, assigns, transfers and sets over unto CC Funding Corporation ("CCF") all of its right, title, and interest in and to that certain Lease Agreement (the "Lease") dated as of November 1, 1989 between GP-38 Partners 89, as lessor, and Eureka Southern Railroad Company, Inc., as lessee, such Lease having been recorded on the 13th day of December, 1989 with the Interstate Commerce Commission and bearing Recordation Number 16651, and assigned by GP-38 Partners to Chrysler by an Assignment of Lease and Lease Payments dated as of December 11, 1991, such Assignment having been recorded with the Interstate Commerce Commission on December 13, 1989 and bearing Recordation Number 16651-A.

Chrysler hereby authorizes the recordation of this Assignment and agrees to execute such further documentation as CCF may reasonably request in order to carry out the purposes of this Assignment.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officer thereunto duly authorized, all as of the date hereinabove set forth, and the undersigned signatory hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

CHRYSLER CAPITAL CORPORATION

By: *Jays Holmes*
Title: Senior Vice President

Executed on December 18, 1991ACCEPTED ON THIS 18 TH DAY OF
DECEMBER, 1991

CC FUNDING CORPORATION

By: *Jack V. Manning*
Title: Vice President

ACKNOWLEDGMENT

STATE OF CONNECTICUT

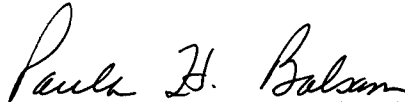
COUNTY OF FAIRFIELD

BE IT KNOWN that on this 18th day of December,
1991, personally appeared before me, the undersigned Notary,

Jay S. Holmes,

to me personally known, who being by me duly sworn, deposed and
said that (s)he is the Senior Vice President of Chrysler Capital
Corporation, and that the foregoing instrument was signed on
behalf of said corporation by authority of its Board of Directors
at whose order (s)he signed his/her name and acknowledged said
instrument to be the free act and deed of the corporation and of
himself/herself as such officer thereof.

Sworn to and subscribed before me, a Notary Public for and
within the County and State set forth above, the day and year
first set forth above.



Notary Public

My commission expires: March 31, 1995

ACKNOWLEDGMENT

STATE OF CONNECTICUT

COUNTY OF FAIRFIELD

BE IT KNOWN that on this 18th day of December,
1991, personally appeared before me, the undersigned Notary,

Jack V. Nearing,

to me personally known, who being by me duly sworn, deposed and
said that (s)he is the Vice President of CC Funding Corporation,
and that the foregoing instrument was signed on behalf of said
corporation by authority of its Board of Directors at whose order
(s)he signed his/her name and acknowledged said instrument to be
the free act and deed of the corporation and of himself/herself
as such officer thereof.

Sworn to and subscribed before me, a Notary Public for and
within the County and State set forth above, the day and year
first set forth above.

Paula H. Balsam

Notary Public

My commission expires: March 31, 1995